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6691*

RECORDATION NO. 6691-A Filed & Recorded
MAY 31 1973 -12 00 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO LEASE OF RAILROAD EQUIPMENT

THIS SUPPLEMENT dated *May 18, 1973* to Lease of Railroad Equipment dated August 14, 1972, between North American Car Corporation, a corporation of the State of Delaware, (hereinafter called "Lessor") and George P. Baker, Richard C. Bond, Jervis Langdon, Jr. and Willard Wirtz, Trustees of the property of Penn Central Transportation Company, Debtor (hereinafter called the "Railroad"), and the successors of said Trustees, or any of them (hereinafter called "Lessees").

W I T N E S S E T H:

WHEREAS, the base prices of the Cars (as defined in the Lease) set forth in Exhibit A to the Lease differ from the base prices of the Cars as actually delivered; and

WHEREAS, because of the difference in the base price an adjustment in the rent to be paid under the lease is necessary; and

WHEREAS, Willard Wirtz resigned as Trustee effective December 31, 1972;

NOW THEREFORE, in consideration of the premises and of the rents to be paid and the covenants hereinafter mentioned to be kept and performed by Lessees, Lessor and Lessees agree that Exhibit A to this supplement is hereby substituted for Exhibit A in the original Lease, as of August 14, 1972.

IN WITNESS WHEREOF, Lessor has caused this Supplement to be executed in its corporate name, by one of its officers thereunto duly authorized and its corporate seal to be hereunto affixed and duly attested, and Lessees have caused this Lease to be executed.

NORTH AMERICAN CAR CORPORATION

ATTEST:

James J. Petuni
Secretary

By *Mal y l*

GEORGE P. BAKER, RICHARD C. BOND,
and JERVIS LANGDON, JR., TRUSTEES
OF THE PROPERTY OF PENN CENTRAL
TRANSPORTATION COMPANY, DEBTOR

WITNESS:

M. S. Loran
Assistant Secretary

By *UP Whirine*
VICE-PRESIDENT

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 22nd day of May, 1973, before me personally appeared M. A. Lynch, to me personally known who, being by me duly sworn, said that he is a Vice President of North American Car Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation this day by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Celine R. Noble
Notary Public

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this 15th day of May, 1973, before me personally appeared W. R. DIVINE, to me personally known, who being by me duly sworn said that he is VICE PRESIDENT of the Trustees of the property of Penn Central Transportation Company, Debtor, that the foregoing instrument was signed by him this day on behalf of and by authority of the Trustees of the property of Penn Central Transportation Company, Debtor, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustees.

Paul T. MacIntire
Notary Public
PAUL T. MacINTIRE
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires October 4, 1976

EXHIBIT A

<u>Group</u>	<u>Description of Cars</u>	<u>No. of Cars</u>	<u>Specifications</u>	<u>Base Price Per Car</u>	<u>Initial Term Monthly Rental</u>
1	60'9", 100-ton Box Cars with cushion underframe, 9 DF 1 belt rails	101 Numbered PC 281170 through PC 281270 both inclusive	Manufacturer's Specifications	\$21,314.00	\$215.55
2	60'9", 100-ton Box Cars with cushion underframe, 4 steel rub rails and 12 DF 1 belt rails	51 Numbered PC 220947 through PC 220997 both inclusive	Manufacturer's Specifications	\$21,144.00	\$213.83
3	60'9", 100-ton box cars with cushion underframe, 22 DF 1 belt rails	120 Numbered PC 281050 through PC 281169 both inclusive	Manufacturer's Specifications	\$22,039.00	\$222.88
4	60'9", 70-ton Box Cars with cushion underframe, air bag movable bulkheads	130 Numbered PC 278045 through PC 278174 both inclusive	Manufacturer's Specifications	\$23,323.00	\$235.87

For purposes of Section 9 of the Lease the weight per cars as follows:

Group 1	41 tons
Group 2	41 tons
Group 3	41 tons
Group 4	43 tons

Lessor and Lessees confirm that on the aforesaid notices of delivery the Cars were duly accepted by a representative of Lessor and Lessees in accordance with Section 1 of the Lease of Railroad Equipment, and Lessees acknowledge that the Cars are now held by Lessees subject to the terms and conditions of the aforesaid Lease of Railroad Equipment, including the payment of the rentals provided for therein with respect to the Cars to Lessor.

IN WITNESS WHEREOF, Lessor has caused this Supplement to be executed in its corporate name, by one of its officers thereunto duly authorized, and its corporate seal to be hereunto affixed and duly attested, and Lessees have caused this Supplement to be executed on their behalf, on the day and year first above written.

NORTH AMERICAN CAR CORPORATION

ATTEST:

BY _____

Assistant Secretary

GEORGE P. BAKER, RICHARD C. BOND,
JERVIS LANGDON, JR. AND WILLARD
WIRTZ, TRUSTEES OF THE PROPERTY
OF PENN CENTRAL TRANSPORTATION
COMPANY, DEBTOR

WITNESS:

BY _____

Assistant Secretary

NOTICE OF ASSIGNMENT

This is to advise that, effective April 1, 1976,
12:01 a.m., the Financing Agreement described below has
been assigned to the Consolidated Rail Corporation by the
Trustees of: Penn Central Transportation Company
Six Penn Center Plaza
Philadelphia, PA 19104

The Financing Agreement is a Lease Agreement
, dated 8/14/72
bearing the ICC recordation number 6691
The payee's name and address is:

North American Car Corporation
222 South Riverside Plaza
Chicago, Illinois 60606

This Notice of Assignment has been placed in the
file of the ICC recordation number listed above and the entire
assignment is contained in the ICC recordation file stamped
in the margin of this assignment. A copy hereof will be
promptly mailed to the payee listed above for distribution
to the beneficial holder(s) of the Financing Agreement described
in this Notice of Assignment.

Consolidated Rail Corporation